

**EXHIBIT X TO  
CISNEROS DECLARATION  
REDACTED VERSION**

1 UNITED STATES DISTRICT COURT  
2 NORTHERN DISTRICT OF CALIFORNIA  
3 SAN JOSE DIVISION  
4

5 IN RE: HIGH-TECH EMPLOYEE )  
6 ANTITRUST LITIGATION )  
7 ) No. 11-CV-2509-LHK  
8 THIS DOCUMENT RELATES TO: )  
9 ALL ACTIONS. )  
10 \_\_\_\_\_)

11  
12 HIGHLY CONFIDENTIAL - FOR ATTORNEYS' EYES ONLY  
13

14 VIDEO DEPOSITION OF ALAN EUSTACE  
15

16 FEBRUARY 27, 2013  
17

18 Reported by: Mary Ann Scanlan-Stone, CSR No. 8875,  
19 RPR, CCRR, CLR  
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10:28:48 1 so...

10:28:49 2 Q. Right.

10:28:49 3 Now, when you became a senior VP of  
10:28:52 4 engineering, how did your duties change?

10:28:55 5 A. Not at all. That was a straight title change.

10:29:02 6 Q. Once you were senior VP, all of the VPs  
10:29:05 7 reported in to you?

10:29:06 8 A. No, no. Even when I was a VP, the VPs  
10:29:10 9 reported in to me.

10:29:11 10 Actually mostly I -- when I first -- I was the  
10:29:13 11 first -- besides Wayne Rosing, I was the first VP of  
10:29:16 12 engineering at Google.

10:29:17 13 So after that, after he left, I was still a VP  
10:29:21 14 of engineering. At that point, I had mostly directors  
10:29:24 15 of engineering reporting in to me but later on, I had  
10:29:27 16 VPs of engineering reporting in to me even though I was  
10:29:30 17 still a VP of engineering. We weren't hung up on, you  
10:29:33 18 know, the VPs can't report in to other VPs.

10:29:36 19 Q. Did the headcount change by the time you were  
10:29:38 20 a senior VP of engineering?

10:29:40 21 A. The headcount went up. Every year, headcount,  
10:29:44 22 you know, went up dramatically. Essentially for many  
10:29:48 23 years, it doubled every year.

10:29:50 24 Q. So if you could ballpark what your groups  
10:29:55 25 looked like by the time you were senior VP?

10:29:59 1 A. I think the peak reporting that I ever had was  
10:30:02 2 about 16,000 people.

10:30:03 3 Q. That is a lot.

10:30:06 4 A. That is a lot.

10:30:08 5 Q. Is that when you were senior VP of  
10:30:09 6 engineering?

10:30:10 7 A. Yes. That wasn't at the beginning when I was  
10:30:11 8 a senior VP but right before the reorganization, I think  
10:30:15 9 it was probably about 16,000, roughly half the company.

10:30:21 10 Q. So that was in the 2008 era?

10:30:24 11 A. Yeah -- well, no. That was right before the  
10:30:26 12 reorganization, which happened in 2011 so...

10:30:29 13 Q. Okay.

10:30:29 14 A. Yeah.

10:30:29 15 Q. And that was when you were changed to senior  
10:30:32 16 VP of knowledge?

10:30:33 17 A. Yes.

10:30:34 18 Q. Right before that?

10:30:35 19 A. Right before that.

10:30:36 20 Q. Okay, got it.

10:30:37 21 A. It is a complicated picture.

10:30:39 22 Q. In the -- if you can think back to the 2009  
10:30:45 23 era, what was your headcount then?

10:30:51 24 A. Essentially we doubled almost every year, so I  
10:30:53 25 would say if you had looked at the headcount, it was

10:30:58 1 probably somewhere in the range of 5,000 at that point.

10:31:09 2 Q. When you were senior VP of engineering, did  
10:31:10 3 you have --

10:31:11 4 A. Actually, let me change that. The headcount  
10:31:13 5 was doubling, then it slowed down over the last, you  
10:31:16 6 know, few years. You can't double every year at very  
10:31:20 7 large numbers.

10:31:20 8 So, you know, I think it might have been lower  
10:31:23 9 than that then. It might have been -- or it might have  
10:31:29 10 been slightly higher than that. It might have been  
10:31:32 11 10,000 rather than 5,000.

10:31:34 12 Q. Okay, thank you.

10:31:36 13 When you were senior VP of engineering, did  
10:31:39 14 you have a role at that point in policy development  
10:31:41 15 around recruiting?

10:31:42 16 A. No.

10:31:43 17 Q. How about in terms of policy around  
10:31:45 18 compensation?

10:31:48 19 A. I mean in both these, obviously people  
10:31:51 20 solicited my inputs on things like, you know,  
10:31:53 21 recruiting, I need more systems people, I need --  
10:31:57 22 obviously I need to go in that.

10:31:59 23 I saw compensation on a daily basis so, you  
10:32:02 24 know, every offer -- the way that we make offers at the  
10:32:05 25 company, which is different than most companies, is

10:32:10 1 [REDACTED] [REDACTED]  
10:32:12 2 [REDACTED] [REDACTED]  
10:32:16 3 [REDACTED]  
10:32:21 4 [REDACTED]  
10:32:25 5 [REDACTED]  
10:32:27 6 [REDACTED]  
10:32:29 7 [REDACTED]  
10:32:33 8 [REDACTED]  
10:32:35 9 [REDACTED]  
10:32:39 10 [REDACTED]  
10:32:43 11 [REDACTED]  
10:32:46 12 [REDACTED]  
10:32:47 13 [REDACTED] [REDACTED]  
10:32:50 14 [REDACTED] [REDACTED]  
10:32:53 15 [REDACTED]  
10:32:56 16 [REDACTED]  
10:32:59 17 [REDACTED]  
10:33:02 18 [REDACTED]  
10:33:05 19 [REDACTED]

10:33:21 20 Q. And now that you are senior VP of knowledge,  
10:33:23 21 have your duties changed yet again?

10:33:27 22 A. Oh, yeah. That was a dramatic change. That  
10:33:30 23 was -- before, we were organized functionally where  
10:33:32 24 engineering basically was in one large organization and  
10:33:36 25 now we're organized by product areas and so each product

10:33:41 1 area has a different leader and has both product and  
10:33:46 2 engineering underneath it.

10:33:48 3 It doesn't have horizontal functions like  
10:33:52 4 sales and things like that. It's not like GM style  
10:33:55 5 role, but, yes, it changed, it changed dramatically.

10:33:59 6 Most of the company that I used to manage, I  
10:34:01 7 no longer manage and Search and what Search is becoming  
10:34:05 8 was underneath me.

10:34:06 9 Q. Okay.

10:34:07 10 A. I also as an anomaly had responsibility for  
10:34:11 11 international offices, although many of the  
10:34:15 12 international offices, now the heads reported directly  
10:34:18 13 in to product areas, but nominally, I still have  
10:34:21 14 responsibility for making sure that the health of our  
10:34:23 15 international offices continued.

10:34:28 16 Q. When you were first hired as VP of  
10:34:30 17 engineering, to whom did you report?

10:34:33 18 A. Wayne Rosing.

10:34:34 19 Q. And who was Mr. Rosing's supervisor?

10:34:38 20 A. Excuse me. When I was hired as director of  
10:34:40 21 engineering, is that what you said?

10:34:41 22 Q. Yes.

10:34:43 23 MR. RUBIN: I think it is Rosing, R-O-S-I-N-G.

10:34:47 24 MS. DERMODY: Rosing. Thank you.

10:34:48 25 MR. RUBIN: Sure.

10:43:53 1 would be -- you know, we would spend four or five hours  
10:43:56 2 together every Monday. I wasn't going to add another  
10:43:59 3 meeting on top of that, but we did regularly talk about  
10:44:02 4 topics.

10:44:02 5 If something came up, we would create a  
10:44:05 6 meeting for it. You know, a few of those people, if I  
10:44:07 7 look at where most of my emails went back and forth,  
10:44:10 8 they were to those people. So, no, but we did not have  
10:44:14 9 a separate meeting.

10:44:15 10 We did have a separate meeting for things like  
10:44:18 11 when we would review the packets that we were going to  
10:44:21 12 do, that was a separate meeting where we all got  
10:44:23 13 together. We had stacks of packets.

10:44:25 14 We would go through it individually and, you  
10:44:27 15 know, talk about particular issues that we would see  
10:44:30 16 coming up or particular things we wanted or how to  
10:44:32 17 handle this particular case.

10:44:33 18 Or maybe, you know, Urs might have known more  
10:44:38 19 about this particular person than I did because he has a  
10:44:41 20 compiler background, for instance, so that was the only  
10:44:44 21 other time we got together in a meeting was that.

10:44:46 22 Q. And when you say "packets," just to be clear  
10:44:49 23 for the record, you mean offer, letters?

10:44:51 24 A. Offer -- the entire, what we call an offer  
10:44:53 25 packet, which includes here is the resume, here is the



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Q. And in that same time period, that is when you were VP or senior VP of engineering, was there a compensation committee of the company?

MR. RUBIN: Of the board you mean?

MS. DERMODY: Of the company.

MR. RUBIN: Oh, the company.

THE WITNESS: There was a compensation committee on the board. I don't recall a compensation committee other than the board.

BY MS. DERMODY:

Q. And was there a group of people at the company level who were dedicated to reviewing compensation issues in an organized way?

A. Yes. In the HR organization, there was a group in HR, what we call People Ops that was responsible for compensation across the company.

Q. In that same time period when you were VP or

10:46:11 1 senior VP of engineering, who was the leader or leaders  
10:46:14 2 of that group?

10:46:18 3 A. The leader right now is Frank, I don't  
10:46:20 4 remember his last name, and there was somebody before  
10:46:21 5 that that handled compensation and I'm sorry, I just  
10:46:26 6 don't recall the name.

10:46:34 7 Q. And what was, as far as you know, the role of  
10:46:37 8 that group in terms of establishing compensation for the  
10:46:39 9 company, if any?

10:46:41 10 A. They were responsible for making sure that we,  
10:46:43 11 you know, have, you know, a total comp across, you know,  
10:46:47 12 engineering and product and, you know, sales and  
10:46:50 13 marketing and legal.

10:46:51 14 So their responsibility was to take a global  
10:46:55 15 look at compensation across the company.

10:46:56 16 Q. But I think that we've lost a word in your  
10:47:00 17 answer. Let's make sure.

10:47:01 18 You said they were responsible for making sure  
10:47:04 19 that we have something in engineering and product.

10:47:08 20 A. I have no idea what that word might have been.  
10:47:10 21 I mean, they were responsible for compensation across  
10:47:12 22 the company.

10:47:13 23 Q. Okay.

10:47:14 24 A. It included, you know -- if you're not  
10:47:19 25 careful, compensation will drift across different

10:47:21 1 companies and you will end up with inequities across the  
10:47:25 2 company and, you know, they're responsible for coming up  
10:47:28 3 with a compensation plan which is inclusive of all the  
10:47:31 4 different groups in the company.

10:47:34 5 Q. Okay.

10:47:34 6 Was that to make sure that directors in one  
10:47:38 7 area of the company weren't being paid vastly different  
10:47:41 8 than directors in a different part of the company,  
10:47:44 9 people with equivalent talents were paid similarly?

10:47:47 10 A. No, I wouldn't say that. You know, we're an  
10:47:49 11 engineering company, right, so Larry has always said and  
10:47:53 12 Eric has always said that the engineering side of the  
10:47:55 13 organization from a compensation point of view and  
10:47:57 14 engineering and product actually get treated differently  
10:48:01 15 than the rest of the company, and I think that was well  
10:48:03 16 known in the company.

10:48:04 17 So, you know, we're building great products.  
10:48:07 18 We want to make sure we get the best possible people  
10:48:10 19 building those great products and so, you know, maybe  
10:48:13 20 it's just my own view but I thought engineering got  
10:48:16 21 treated -- engineering and product were treated  
10:48:18 22 differently.

10:48:19 23 Actually I know that's true, that compensation  
10:48:22 24 systems were set up to compensate engineers and product  
10:48:25 25 managers differently than the rest of the company. A

10:48:28 1 director is not a director, is not -- a director is not  
10:48:31 2 a director is not a director across the company.

10:48:34 3 Q. Okay.

10:48:44 4 In terms of the compensation committee of the  
10:48:48 5 board, did you ever participate in those meetings?

10:48:52 6 A. Not a single time.

10:48:54 7 Q. Okay.

10:48:54 8 A. As a matter of fact, I try to avoid board  
10:48:57 9 meetings completely. I was very successful for many  
10:49:00 10 years.

10:49:02 11 Q. Have you ever participated in any board  
10:49:05 12 meeting where the issue of recruiting or the issue of  
10:49:08 13 compensation was discussed?

10:49:17 14 A. Any board meeting where -- I don't believe so.

10:49:22 15 Q. Okay.

10:49:24 16 A. I mean, we would have a conversation about  
10:49:28 17 some area that we were going to get into, say, you know,  
10:49:33 18 we really feel like we need more machine learning people  
10:49:36 19 or, you know, this particular technology is really, you  
10:49:38 20 know, dedicated to that.

10:49:39 21 And so in the course of that, I might say, you  
10:49:41 22 know, this is an area that we're going to focus on, this  
10:49:44 23 is an area we're going to recruit in but no recruiting  
10:49:48 24 strategy, just letting them know areas of the company  
10:49:51 25 that I felt we needed to invest in.

10:55:53 1 You mentioned Intel as one of the companies  
10:55:55 2 that you knew there was a cold calling issue with. What  
10:55:59 3 is the -- what is it that you understand affected cold  
10:56:04 4 calling with respect to Intel?

10:56:06 5 MR. RUBIN: Objection. Misstates the prior  
10:56:07 6 testimony.

10:56:12 7 THE WITNESS: So I phrase it differently.

10:56:14 8 So there are two companies that are really  
10:56:15 9 important to us, Apple and Intel. So the overriding  
10:56:23 10 thing is I don't want to upset those CEOs. It's not  
10:56:27 11 about recruiting, about anything, you know.

10:56:29 12 I don't want to upset, you know, Paul  
10:56:32 13 Otellini, you know, about, say, some issue that's having  
10:56:38 14 to do with, you know, Intel chips, or I don't want to  
10:56:41 15 upset him by not sharing information that I thought  
10:56:45 16 would be helpful for their company, like a processor  
10:56:48 17 change that would be really helpful to us and  
10:56:51 18 potentially other companies.

10:56:53 19 Same thing with Apple. I don't want to upset  
10:56:55 20 Steve Jobs. No one wants to upset Steve Jobs, including  
10:56:59 21 people at Apple. And, you know, so my behaviors across  
10:57:01 22 all those things are trying to make sure that I foster a  
10:57:03 23 great relationship between those.

10:57:07 24 And policy or no policy, you know, if I try to  
10:57:10 25 steal the best person that he has in a particular area,

10:57:12 1 he'll be upset. Same thing with Paul Otellini, so I try  
10:57:18 2 not to do that.

10:57:19 3 MS. DERMODY: Okay.

10:57:19 4 Q. So as you understand it, at some point Google  
10:57:21 5 had an agreement that it would not cold call Intel  
10:57:24 6 employees; is that correct?

10:57:26 7 MR. RUBIN: Objection. Lacks foundation.

10:57:29 8 THE WITNESS: This -- I don't know anything  
10:57:30 9 about any agreement. I know about a policy associated  
10:57:33 10 with cold calling. And even then, you know, it wasn't a  
10:57:37 11 part of my day-to-day life. I didn't have a set of, you  
10:57:40 12 know, policies, you are not allowed to do this, that and  
10:57:43 13 the other thing. I had a general overriding concern  
10:57:45 14 that I want to maintain the relationship with these  
10:57:48 15 different companies.

10:57:49 16 And, you know, I remember, you know, there was  
10:57:53 17 an email where I -- you know in 2008 where I actually  
10:57:55 18 asked, what is the policy associated with this because I  
10:58:00 19 didn't know.

10:58:01 20 MS. DERMODY: Right.

10:58:02 21 Q. Mr. Eustace, what do you understand the policy  
10:58:04 22 to have been with Intel and cold calling?

10:58:08 23 A. My understanding was that the policy was not  
10:58:11 24 to cold call, you know, people in those organizations.

10:58:16 25 Q. And the same is true with Apple; is that

10:58:19 1 correct?

10:58:19 2 A. That was my understanding of the policy.

10:58:21 3 Q. And did you also understand that the -- that  
10:58:23 4 Intel was not to call Google employees during that time?

10:58:26 5 A. No. I actually don't know anything about  
10:58:29 6 repre -- reciprocity?

10:58:34 7 Q. Reciprocity.

10:58:34 8 A. Reciprocity.

10:58:35 9 MR. RUBIN: Reciprocity.

10:58:36 10 THE WITNESS: Reciprocity. I do not know  
10:58:38 11 anything about that. I do not know what their  
10:58:40 12 instructions to their employees were.

10:58:42 13 BY MS. DERMODY:

10:58:42 14 Q. And you were not aware that Apple had also  
10:58:44 15 entered into agreement not to cold call Google  
10:58:47 16 employees?

10:58:48 17 MR. RUBIN: Objection. Lacks foundation.

10:58:50 18 THE WITNESS: I was not aware of that.

10:58:51 19 My goal is not to upset Steve. You know,  
10:58:53 20 that's the goal in that relationship, is to maintain  
10:58:55 21 that partnership.

10:58:56 22 Same thing with Paul Otellini. Him upsetting  
10:58:59 23 me is a different problem, which I am also not happy  
10:59:02 24 about potentially, but that wasn't my goal in that  
10:59:04 25 relationship.

11:02:33 1 Q. When did those start getting added?

11:02:35 2 A. Those were coincident with the iPhone launch.

11:02:40 3 Q. Roughly what year, do you know?

11:02:41 4 A. I don't know.

11:02:42 5 What year was iPhone launched?

11:02:45 6 Oh, you can't say?

11:02:48 7 MR. RUBIN: And we couldn't.

11:02:49 8 THE WITNESS: Four years ago, five years ago,

11:02:50 9 something like that.

11:02:51 10 BY MS. DERMODY:

11:02:51 11 Q. Okay. So 2009, 2008?

11:02:53 12 A. Maybe even a little bit before that. Before

11:02:55 13 the launch, we were actually involved in, for instance,

11:02:58 14 Maps and other things, so the partnership was -- went a

11:03:03 15 little bit even before that.

11:03:04 16 Q. So in terms of your actual commercial

11:03:09 17 relationship, that was around the phone and the phone

11:03:16 18 apps?

11:03:17 19 A. I think we had a relationship before that.

11:03:18 20 The phone was part of the relationship, obviously, but I

11:03:21 21 think the Search deal predated that. So on the Safari

11:03:25 22 browser, there was a Google search box there, and I

11:03:29 23 believe that they added that, you know, way prior to the

11:03:31 24 iPhone introduction.

11:03:33 25 So I think that might have been the first case



11:03:35 1 where we had a strong partnership on both sides. And  
11:03:37 2 there was a revenue sharing relationship associated with  
11:03:40 3 the search box, so I think that was the first time and I  
11:03:43 4 think that predated the iPhone.

11:03:47 5 Q. So besides the Safari browser and the iPhone,  
11:03:50 6 were there any other commercial relationships between  
11:03:54 7 the two companies that you are aware of?

11:03:56 8 A. I can't recall any. Doesn't mean they're not  
11:04:00 9 there but I just don't remember all the relationships.  
11:04:02 10 Other people at Google would be much better to tell what  
11:04:05 11 the exact relationships were.

11:04:09 12 Q. As a senior VP of engineering, would you have  
11:04:11 13 been aware at the time of those relationships, even if  
11:04:14 14 you can't remember them now?

11:04:19 15 A. So my relationship with Apple came when the  
11:04:26 16 relationship was falling apart, so there was a -- there  
11:04:35 17 was a set of relationship managers over time and/or, you  
11:04:39 18 know, diffused responsibility for relationships.

11:04:42 19 And before me was Vic Gundotra talking about  
11:04:48 20 the mobile relationship and I think he might have been  
11:04:50 21 responsible for the Safari deal. But when I took over,  
11:04:54 22 the relationship between Steve and Phil Schiller and Vic  
11:04:58 23 was not very strong at that point and Larry asked me to  
11:05:03 24 step in in terms of a relationship and try to work on  
11:05:06 25 that.

11:05:06 1 And at the time, you know, there were lots of  
11:05:08 2 things that were going wrong in the partnership and my  
11:05:11 3 job was to try to save the situation. So I came in in  
11:05:14 4 kind of a desperate time in the period of the  
11:05:18 5 partnership.

11:05:18 6 Before that, I had literally no contact with  
11:05:21 7 Apple. I never met Steve, I never exchanged email  
11:05:25 8 messages with Steve. I didn't know him at all or  
11:05:27 9 anybody else at Apple.

11:05:28 10 Q. And what was the time period you came into  
11:05:30 11 that relationship, year?

11:05:42 12 A. Boy, I can't really even guess. I mean maybe  
11:05:44 13 2007, something like that. I don't remember the exact  
11:05:47 14 timing.

11:05:47 15 Q. So before the recession?

11:05:51 16 A. You know, I have no -- I can't really tie it  
11:05:53 17 into a particular --

11:05:54 18 Q. I think the recession, election, you know,  
11:05:56 19 sometimes that helps.

11:05:59 20 MR. RUBIN: You are using before fall '08 I  
11:06:02 21 think Kelly is saying.

11:06:06 22 THE WITNESS: I don't remember the exact time.  
11:06:07 23 I'm sure I could find it.

11:06:12 24 BY MS. DERMODY:

11:06:12 25 Q. And were you introduced to Steve by someone in

11:06:14 1 the company?

11:06:15 2 A. I believe my first interaction with Steve was  
11:06:17 3 an email message to him. We were -- I think we were  
11:06:21 4 interacting over a particular hire and so I think I sent  
11:06:27 5 him an email, but that was the first time I ever  
11:06:30 6 talked -- I ever exchanged email with him.

11:06:33 7 And he had my cell phone number so he could  
11:06:36 8 call me after that, but our relationship kind of  
11:06:39 9 deepened over time as we worked through a lot of  
11:06:42 10 different issues in the relationship.

11:06:46 11 MR. RUBIN: Kelly, any time convenient for  
11:06:48 12 you, it would be good to take a break?

11:06:51 13 MS. DERMODY: Sure.

11:06:51 14 MR. RUBIN: Is that okay?

11:06:52 15 THE WITNESS: Any time you want.

11:06:54 16 MS. DERMODY: Fine.

11:06:55 17 MR. RUBIN: Why don't we take a short one?

11:06:57 18 THE WITNESS: Okay.

11:06:58 19 THE VIDEOGRAPHER: We're off the record, the  
11:06:59 20 time is 11:06 a.m.

11:07:02 21 (Recess taken.)

11:21:08 22 THE VIDEOGRAPHER: We're back on the record,  
11:21:09 23 the time is 11:21 a.m.

11:21:11 24 BY MS. DERMODY:

11:21:14 25 Q. Mr. Eustace, before we broke you had mentioned

11:21:17 1 a couple of names. I want to make sure I understood who  
11:21:21 2 they were. Vic Gundotra?  
11:21:25 3 A. Gundotra.  
11:21:26 4 Q. How do you spell that?  
11:21:28 5 A. G-U-N-D-O-T-R-A, I believe.  
11:21:37 6 THE REPORTER: D-U-N or G-U-N?  
11:21:40 7 THE WITNESS: G. Gundotra.  
11:21:42 8 BY MS. DERMODY:  
11:21:42 9 Q. And was he at Google or was he at Apple?  
11:21:45 10 A. He was at Google.  
11:21:46 11 Q. Google, okay.  
11:21:48 12 And Phil Schiller?  
11:21:49 13 A. Apple.  
11:21:50 14 Q. At Apple, okay.  
11:21:59 15 In 2007, I think you said you took over from  
11:22:02 16 Mr. Gundotra the primary relationship with Mr. Jobs; is  
11:22:05 17 that correct?  
11:22:06 18 A. With Apple, not Jobs.  
11:22:07 19 Q. With Apple. Excuse me, with Apple.  
11:22:09 20 How frequently would you say you communicated  
11:22:11 21 with Mr. Jobs from that point forward?  
11:22:13 22 A. It was very rare. Mostly I communicated with  
11:22:16 23 people on his team, Phil, Scott Forstall.  
11:22:22 24 THE REPORTER: Who?  
11:22:23 25 THE WITNESS: Scott Forstall,

11:22:23 1 F-O-R-E-S-T-A-L-L [sic].

11:22:27 2 THE REPORTER: Thank you.

11:22:32 3 BY MS. DERMODY:

11:22:33 4 Q. And did you speak with people on Mr. Jobs'  
11:22:34 5 team at Apple about recruiting issues?

11:22:37 6 A. No.

11:22:38 7 Q. Only Mr. Jobs?

11:22:42 8 A. I only recall one conversation with Steve on  
11:22:44 9 recruiting. It wasn't even a conversation actually. I  
11:22:46 10 recall an email exchange on recruiting.

11:22:49 11 Q. Okay.

11:22:49 12 A. But he and I never talked about recruiting.

11:22:51 13 Q. And was this about a Paris employee?

11:22:53 14 A. Yes, it was.

11:23:24 15 Q. What do you recall about the situation with  
11:23:26 16 the Paris employee?

11:23:28 17 A. We were starting an engineering office in  
11:23:32 18 Paris and we were looking for a leader for the  
11:23:35 19 engineering office in Paris. One of the applicants was  
11:23:42 20 [REDACTED], I can't remember his last name, and he had  
11:23:45 21 applied, we interviewed, we liked him.

11:23:50 22 He had told me he was a personal friend of  
11:23:53 23 Steve Jobs, that his -- his project was getting moved  
11:24:01 24 out of Paris to Cupertino and that he was, you know,  
11:24:06 25 then potentially freed up and would consider a job with

13:36:09 1 relationship with Intel since 2005?

13:36:12 2 A. Absolutely.

13:36:13 3 Q. Okay.

13:36:16 4 Describe for me in the 2005 era what shared  
13:36:19 5 business relationship you had?

13:36:21 6 A. They were our largest supplier. We had -- we  
13:36:29 7 obviously bought an incredible amount of their products.  
13:36:32 8 We used it for lots of our systems, along with AMD as  
13:36:37 9 well. Every system, every chip that they built, we  
13:36:40 10 tested. We have a strong partnership in testing with  
13:36:43 11 them.

13:36:43 12 We would get parts before everybody else did.  
13:36:48 13 We would -- we interacted very carefully with their  
13:36:52 14 architects, some of which came from Digital, so we had a  
13:36:56 15 strong, long-lasting relationship with their  
13:36:58 16 architectural organization.

13:37:00 17 And so our senior people would go to Intel and  
13:37:04 18 actually tell them the kinds of things that we expected  
13:37:07 19 out of our chips, what are the issues with performance.

13:37:10 20 We shared performance benchmarks between the  
13:37:13 21 companies and what kinds of things that we needed them  
13:37:15 22 to run fast on and why. We looked at future  
13:37:20 23 architectures. I mean, we had a very long relationship  
13:37:24 24 with them.

13:37:25 25 Q. Do you know if these, we will call them

13:37:27 1 collaborations, were documented in some way?

13:37:30 2 MR. RUBIN: Objection. Vague.

13:37:31 3 THE WITNESS: I don't know.

13:37:32 4 BY MS. DERMODY:

13:37:32 5 Q. You don't know?

13:37:34 6 A. No.

13:37:35 7 Q. Okay. Let me ask about Apple.

13:37:46 8 You testified earlier today about some shared  
13:37:49 9 business initiatives with Apple. Do you recall that?

13:37:52 10 A. Yes, I do.

13:37:53 11 Q. Do you know if any of those collaborations  
13:37:55 12 were documented?

13:38:01 13 A. We're not a documentation rich company as you  
13:38:04 14 probably know. I do not know if there was specific  
13:38:08 15 documentation on specific relationships with Apple.

13:38:15 16 Q. And at the time you, I will say, took over the  
13:38:19 17 Apple relationship for Google --

13:38:20 18 A. Yeah.

13:38:20 19 Q. -- were there contracts that were being  
13:38:23 20 negotiated with Apple on any topic?

13:38:25 21 A. Yes.

13:38:25 22 Q. And what were the topics?

13:38:29 23 A. I think the first one I was involved in was a  
13:38:32 24 Maps contract.

13:38:33 25 Q. Okay. What else?

13:38:37 1 A. After Maps, it became Search. Eventually, I  
13:38:39 2 was involved in some of the YouTube discussions.

13:38:44 3 Q. Was YouTube documented?

13:38:46 4 MR. RUBIN: Objection -- withdraw that.

13:38:49 5 BY MS. DERMODY:

13:38:49 6 Q. I mean the process.

13:38:50 7 A. I do not know.

13:38:52 8 Q. Don't know, okay.

13:38:53 9 A. I did not negotiate that one.

13:38:55 10 Q. Okay.

13:38:56 11 So other than Maps and Search, were there any  
13:38:58 12 others that you were aware of being put down to a  
13:39:01 13 writing?

13:39:05 14 A. Those are the two contracts that I read  
13:39:06 15 myself.

13:39:12 16 Q. In the Maps contract, was that something that  
13:39:14 17 was in the 2007 era?

13:39:20 18 A. I believe the relationship dated back to 2007,  
13:39:23 19 maybe even 2006. I think I became involved in maybe  
13:39:27 20 2008 or something like that.

13:39:29 21 Q. Do you know when the first contract was  
13:39:31 22 entered into involving Maps?

13:39:33 23 A. No. This is way before my time.

13:39:37 24 Q. So you don't know the date?

13:39:38 25 A. No, I don't.



13:39:42 1 Q. The Map --

13:39:43 2 A. These contracts had lots of amendments over  
13:39:45 3 time. We redid a lot of these contracts, so you need to  
13:39:48 4 go back into the contract record to find the first one.

13:39:51 5 Q. Okay.

13:39:52 6 In the Maps contracts that you reviewed, was  
13:39:55 7 there a time period duration to the contract?

13:39:59 8 A. Yes, there was.

13:40:01 9 Q. What was the duration?

13:40:17 10 A. It varied from contract to contract and  
13:40:19 11 provision to provision. I don't remember -- I remember  
13:40:21 12 the last version that we did and when that expired but I  
13:40:24 13 don't remember what the expiration terms are on the  
13:40:27 14 other contracts. Generally, it was a couple of years.

13:40:29 15 Q. Okay.

13:40:30 16 A. Maybe four years.

13:40:36 17 Q. And within these contracts was -- were there  
13:40:42 18 terms involving no solicitation of employees?

13:40:45 19 A. No.

13:40:54 20 Q. Was that part of the discussion during the  
13:40:55 21 negotiations for those contracts?

13:40:57 22 A. No.

13:40:58 23 MR. RUBIN: Objection. Lacks foundation.

13:41:02 24 BY MS. DERMODY:

13:41:11 25 Q. Let me ask the same question for Search.

13:41:13 1                   You had a contract that you said that you  
13:41:14 2 reviewed the Search collaboration with Apple; is that  
13:41:17 3 correct?

13:41:17 4                   A. Uh-huh, that's correct.

13:41:20 5                   Q. Do you recall the time period that those  
13:41:23 6 contracts came into existence?

13:41:25 7                   A. The contracts predated me. We were  
13:41:27 8 renegotiating a Search contract, so probably in the  
13:41:32 9 2009, 2010 time frame.

13:41:35 10                  Q. When you were renegotiating?

13:41:37 11                  A. Yes. The contracts went back before that.

13:41:40 12                  Q. Do you recall if the Search contract had a  
13:41:43 13 term, a duration or end period in it?

13:41:46 14                  A. Yes, it did.

13:41:47 15                  Q. And do you know what the terms were? Was it  
13:41:51 16 similar to Maps?

13:41:56 17                  A. It was similar to Maps. I don't remember. I  
13:41:58 18 don't recall the specific durations.

13:42:01 19                  Q. Do you recall if there was a no cold calling  
13:42:04 20 provision or no solicitation provision contained within  
13:42:08 21 the Search contract?

13:42:10 22                  A. No.

13:42:10 23                  Q. There wasn't?

13:42:11 24                  A. No.

13:42:12 25                  Q. Was there ever a no cold calling, no

13:42:16 1 solicitation provision in the prior iterations of the  
13:42:19 2 Search contract that were negotiated by someone else  
13:42:22 3 that you were amending?

13:42:23 4 A. I did not see one.

13:42:36 5 Q. And I apologize if I didn't get my notes down  
13:42:39 6 right here. For YouTube, was that a contract that you  
13:42:43 7 were not part of, you didn't review?

13:42:46 8 A. That contract predated me. I did have  
13:42:52 9 discussions with Apple about that contract but not  
13:42:54 10 during the period of this lawsuit.

13:42:56 11 Q. Do you recall if in negotiating the Search  
13:43:01 12 contract, there was a discussion of no cold calling or  
13:43:03 13 no solicitation of employees?

13:43:06 14 MR. RUBIN: Search or YouTube?

13:43:08 15 MS. DERMODY: Search.

13:43:09 16 THE WITNESS: I do not recall any provision  
13:43:11 17 that had anything to do with cold calling in that  
13:43:13 18 agreement.

13:43:13 19 BY MS. DERMODY:

13:43:14 20 Q. I'm just talking about the discussion during  
13:43:15 21 negotiations.

13:43:17 22 A. It was not a part of those discussions.

13:43:22 23 Q. And same for YouTube.

13:43:23 24 Do you recall in talking to Apple about the  
13:43:25 25 YouTube collaboration if no cold calling of employees or

13:43:29 1 no solicitation of employees was ever a part of that  
13:43:31 2 discussion?

13:43:32 3 A. I never saw that agreement and the discussions  
13:43:33 4 that I had about that contract came after the terms of  
13:43:37 5 the lawsuit. They were probably in 2011.

13:43:40 6 Q. Okay.

13:43:41 7 A. And I never saw that contract.

13:43:50 8 Q. Who were the people that were involved in  
13:43:52 9 the --

13:43:52 10 A. Let me amend that. I believe it was in 2012  
13:43:55 11 that I had the conversation with Apple about YouTube.

13:43:57 12 Q. Okay, fair enough.

13:44:02 13 Who was involved on Google's behalf in  
13:44:05 14 negotiating collaborations with Apple?

13:44:12 15 A. I would say the primary person was Joan  
13:44:14 16 Braddi.

13:44:15 17 Q. Can you spell the last name?

13:44:16 18 A. B-R-A-D-D-I.

13:44:21 19 Q. Braddi?

13:44:22 20 A. Braddi.

13:44:23 21 Q. Excuse me. Thanks.

13:44:24 22 And how about on the Apple side, do you know?

13:44:29 23 A. Generally, it's Phil Schiller.

13:44:37 24 Q. And was Ms. -- is it Ms.?

13:44:40 25 A. Yes.

13:57:22 1 do not call Intel. It was part of my practice, not  
13:57:25 2 because of something that the company had told me or  
13:57:28 3 that Eric had told me but that the company didn't have  
13:57:32 4 the right expertise.

13:57:37 5 They were building chips and we were building  
13:57:40 6 systems and those two expertise actually have very  
13:57:43 7 little intersection. So this is kind of meaningless to  
13:57:46 8 me from an engineering point of view.

13:57:48 9 I would never have asked about what the policy  
13:57:51 10 is toward Intel because I would not have actively, you  
13:57:55 11 know, tried to recruit executives from Intel.

13:57:59 12 MS. DERMODY: Okay.

13:58:00 13 Q. And in looking at this document, where there  
13:58:03 14 is a reference to Google's commitment to terminate a  
13:58:10 15 recruiter that calls into Intel, does that refresh your  
13:58:13 16 recollection about any conversations you might have had  
13:58:15 17 about the commitment that Google had to not let that  
13:58:19 18 happen?

13:58:20 19 MR. RUBIN: Objection. Lacks foundation.

13:58:23 20 THE WITNESS: I never knew about this policy.

13:59:31 21 BY MS. DERMODY:

13:59:32 22 Q. Do you know if Google's commitment not to cold  
13:59:37 23 call other companies was shared with the companies that  
13:59:42 24 were the subject of that decision?

13:59:45 25 MR. RUBIN: Objection. Lacks foundation.

13:59:49 1 THE WITNESS: I do not know.

13:59:56 2 MS. DERMODY: Okay.

13:59:56 3 Q. Do you know if Google's board of directors was  
13:59:58 4 ever advised that Google had made a decision not to cold  
14:00:02 5 call the employees of certain companies?

14:00:11 6 A. I do not know.

14:00:23 7 Q. Do you have an awareness of how compensation  
14:00:25 8 was set at Google in the time period where you were a VP  
14:00:30 9 and a senior VP in the company?

14:00:33 10 MR. RUBIN: Objection. Vague.

14:00:36 11 THE WITNESS: I have -- you know, as the VP of  
14:00:39 12 engineering, I know broadly how we -- how compensation  
14:00:45 13 was set but I don't know the details.

14:00:47 14 MS. DERMODY: Okay.

14:00:48 15 Q. Let's start with engineering. How was it set  
14:00:51 16 there?

14:00:51 17 A. Compensation group would do surveys across the  
14:00:57 18 board of what other companies are paying particular  
14:00:59 19 people. They would set up bands of people in each of  
14:01:03 20 these different areas. They would carefully try to make  
14:01:07 21 sure that the job descriptions were, you know,  
14:01:10 22 comparable because levels and things varied between  
14:01:14 23 companies.

14:01:15 24 They would try to make sure that they were  
14:01:18 25 matching against comparable companies because many times

14:01:21 1 the job descriptions are very different. [REDACTED]

14:01:25 2 [REDACTED]

14:01:28 3 [REDACTED]

14:01:31 4 [REDACTED]

14:01:34 5 [REDACTED]

14:01:36 6 [REDACTED]

14:01:40 7 [REDACTED]

14:01:42 8 [REDACTED]

14:01:44 9 [REDACTED]

14:01:48 10 [REDACTED]

14:01:52 11 [REDACTED] And

14:01:56 12 so they would work with that -- with all that set of

14:02:00 13 data.

14:02:01 14 And of course, it would vary by location and

14:02:03 15 geography, country, and so it was a complex matrix to

14:02:09 16 try to figure out what the correct bands would go. And

14:02:13 17 so I think that's the -- at my level, that's how I

14:02:16 18 looked at how compensation was set.

14:02:22 19 Q. And in terms of all of that, are we talking

14:02:26 20 about base salary or are you including bonus and equity

14:02:29 21 as well?

14:02:30 22 A. I believe it's everything.

14:02:31 23 Q. Okay.

14:02:31 24 And was that true for 2005 and 2006 and '07

14:02:40 25 and '08 and '09?

01:37:57 1 If you could please take a moment and examine  
01:37:58 2 what's been previously marked as Plaintiffs'  
01:38:00 3 Exhibit 176.

01:39:32 4 A. Okay.

01:39:33 5 Q. If you could start on the second to last page,  
01:39:40 6 which appears to be an email that Danny Shader wrote to  
01:39:45 7 Omid Kordestani and Jonathan Rosenberg cc'ing Bill  
01:39:53 8 Campbell on November 4th, 2003.

01:39:55 9 Mr. Shader wrote in the second paragraph here,  
01:39:58 10 "I'm writing to ask a favor of you. Google recently  
01:40:03 11 recruited one of our key engineers, [REDACTED], and  
01:40:06 12 also targeted another of our folks. I would appreciate  
01:40:08 13 if you could ask your recruiting teams not to target  
01:40:11 14 Good employees. Also, if Good folks contact Google, we  
01:40:15 15 would appreciate it if you would not offer jobs to such  
01:40:18 16 folks until they first told us they were interviewing,  
01:40:20 17 so that we have the opportunity to address whatever  
01:40:24 18 concerns they might have."

01:40:29 19 That email was then forwarded to you. It looks  
01:40:35 20 like Jonathan Rosenberg added you to the copy list the  
01:40:40 21 next day, correct?

01:40:42 22 A. It's -- yes, it appears that email is from  
01:40:46 23 November 4th, 2003, is then forwarded by Jonathan. I  
01:40:54 24 guess he's responding to Danny Shader and Omid, and then  
01:41:01 25 he copies Bill and I, but the original email you were



14:04:58 1 Q. Fair enough.

14:05:00 2 Let's talk about the meta-conversations. I  
14:05:03 3 think that was your term.

14:05:04 4 A. Uh-huh.

14:05:05 5 Q. So in that group, on what interval might you  
14:05:10 6 talk about where you wanted your salaries to be at a  
14:05:14 7 meta level? That is, I know you said the example [REDACTED]  
14:05:19 8 [REDACTED] or something.

14:05:22 9 What would be -- would that be an annual  
14:05:25 10 discussion or a quarterly discussion? Did it come up  
14:05:27 11 every time that you're recruiting?

14:05:30 12 MR. RUBIN: Are you asking within EMG?

14:05:32 13 MS. DERMODY: Yes, EMG.

14:05:33 14 MR. RUBIN: And time period or --

14:05:35 15 MS. DERMODY: Unlimited right now, yeah.

14:05:40 16 THE WITNESS: Those -- generally those  
14:05:41 17 discussions were done [REDACTED] [REDACTED]

14:05:44 18 [REDACTED]

14:05:48 19 [REDACTED]

14:05:51 20 [REDACTED]

14:05:54 21 [REDACTED] [REDACTED]

14:05:57 22 [REDACTED]

14:06:03 23 [REDACTED]

14:06:06 24 [REDACTED]

14:06:10 25 [REDACTED] [REDACTED]

14:06:12 1

[REDACTED]

14:06:12 2

But, you know, my goal and pretty much

14:06:16 3

everybody's goal was to deliver product and to hire the

14:06:19 4

best people we could to basically deliver things, and so

14:06:24 5

there wasn't an active, you know, set of conversations

14:06:27 6

on what the price points are.

14:06:28 7

We all had flexibility to change stuff, you

14:06:30 8

know, offers if we needed to, so these were guidelines.

14:06:37 9

BY MS. DERMODY:

14:06:37 10

Q. And did you come up with guidelines on an

14:06:39 11

annual basis for what the salaries would be for

14:06:42 12

positions?

14:06:42 13

A. I didn't. The People Ops organization had

14:06:45 14

some guidelines on this person at this level is probably

14:06:51 15

going to be in this band.

14:06:53 16

Q. And for bonuses, did the executive management

14:06:59 17

group discuss what the bonus pool might be or how

14:07:02 18

bonuses would be distributed across the company on an

14:07:05 19

annual basis?

14:07:11 20

A. [REDACTED]

14:07:13 21

[REDACTED]

14:07:22 22

[REDACTED]

14:07:25 23

[REDACTED]

14:07:28 24

[REDACTED]

14:07:31 25

[REDACTED]

14:07:33 1 Q. Okay.

14:07:50 2 You said that Google has participated in  
14:07:52 3 salary surveys, correct?

14:07:54 4 A. I assume. I don't know whether we just found  
14:07:57 5 out information from other companies and didn't  
14:07:59 6 participate ourselves or whether they participated.

14:08:03 7 Q. Okay. So you are not sure?

14:08:04 8 A. No, I do not know.

14:08:06 9 Q. Okay.

14:08:11 10 A. I've had discussions about which companies are  
14:08:13 11 in the salary survey and whether they're reflective of  
14:08:16 12 the engineers that we have so I know there are some  
14:08:19 13 surveys, but I didn't -- I have never seen a survey.

14:08:24 14 Q. And I think you mentioned that Google makes  
14:08:27 15 some attempt to ascertain salary structures or salary  
14:08:31 16 levels at other competitors; is that right?

14:08:35 17 MR. RUBIN: Objection. Mischaracterizes prior  
14:08:36 18 testimony.

14:08:38 19 THE WITNESS: For you to do a salary  
14:08:40 20 comparison, you have to match up titles, like a staff  
14:08:43 21 engineer at Google is equivalent to what title at, I  
14:08:48 22 don't know, Intel.

14:08:49 23 So for you to do that, you have to do that  
14:08:53 24 matching, so they were involved in trying to understand  
14:08:55 25 what the matching is.

15:20:55 1 more than somebody who is the lowest person at the next  
15:20:57 2 level.

15:20:58 3 Maybe they got promoted -- maybe they were  
15:21:00 4 hired into that level but never really performed at it  
15:21:03 5 and therefore there can be varying versions in bands,  
15:21:07 6 and bands are made wide enough to support inversions for  
15:21:11 7 that reason.

15:21:11 8 BY MS. DERMODY:

15:21:11 9 Q. And the question is if you're a manager who  
15:21:14 10 wants to pay outside the band, is there a process to  
15:21:16 11 have that decision approved?

15:21:21 12 A. Yes. Those things are flagged as outside the  
15:21:25 13 norm and then the manager -- you know, that would be in  
15:21:27 14 red so when the salary review happens, a manager will be  
15:21:31 15 able to see it.

15:21:33 16 Also, the People Ops representative will flag  
15:21:35 17 those and probably talk to the managers -- manager to  
15:21:38 18 ask, do you think that's appropriate or not? And there  
15:21:42 19 will usually be an explanation on why.

15:21:45 20 Q. And in your area of responsibility, are you  
15:21:48 21 the person who individually reviews those exceptions or  
15:21:52 22 do you do that in conjunction with People Ops?

15:21:54 23 A. [REDACTED]  
15:21:57 24 [REDACTED]  
15:22:01 25 [REDACTED]

15:22:04 1

[REDACTED]

15:22:06 2

[REDACTED]

15:22:10 3

[REDACTED]

15:22:15 4

[REDACTED]

15:22:18 5

[REDACTED]

15:22:20 6

[REDACTED]

15:22:23 7

Q. Okay.

15:22:23 8

And is it your understanding that those salary

15:22:26 9

bands for positions are reviewed on some interval to

15:22:30 10

determine whether they should be increased or are

15:22:33 11

appropriate for that skill level?

15:22:37 12

A. The People Ops organization sets those bands.

15:22:40 13

Q. And is that on an annual basis, do you know,

15:22:42 14

or is that --

15:22:43 15

A. I have no idea.

15:22:44 16

Q. Okay.

15:22:50 17

In your experience, has Google periodically

15:22:54 18

considered increasing compensation company-wide?

15:22:57 19

A. Yes.

15:22:57 20

Q. And under what circumstances?

15:23:05 21

A. There was a program called Big Bang. I'm sure

15:23:10 22

you know that there was an attempt for us to not

15:23:12 23

increase compensation but to move compensation around,

15:23:16 24

to change the mix of compensation to make us more

15:23:22 25

attractive versus potentially other companies with

15:23:25 1 different mixes.

15:23:28 2 Q. Have there been other occasions?

15:23:33 3 A. [REDACTED]

15:23:36 4 [REDACTED]

15:23:38 5 [REDACTED]

15:23:42 6 [REDACTED]

15:23:45 7 [REDACTED]

15:23:49 8 I mean it's kind of hard to say what the  
15:23:54 9 question is. [REDACTED]

15:23:57 10 [REDACTED]

15:24:00 11 [REDACTED], do you consider that a company-wide change?

15:24:02 12 Q. Sure, yes.

15:24:03 13 A. So, yes.

15:24:04 14 MR. RUBIN: So in that definition.

15:24:05 15 MS. DERMODY: Yes.

15:24:06 16 THE WITNESS: [REDACTED]

15:24:07 17 MS. DERMODY: Okay.

15:24:07 18 Q. And can you describe the occasions that's  
15:24:09 19 happened to your knowledge?

15:24:11 20 A. I don't know. [REDACTED]

15:24:12 21 [REDACTED]

15:24:19 22 [REDACTED] [REDACTED]

15:24:22 23 [REDACTED]

15:24:27 24 [REDACTED]

15:24:29 25 [REDACTED]

15:24:31 1 The argument was that we really are trying to  
15:24:33 2 hire the best people and we should be prepared to  
15:24:35 3 compensate them more.

15:24:37 4 Q. And can you recall the specific times or the  
15:24:42 5 specific decisions to increase based on a, you know,  
15:24:46 6 percentage of where you were in the market? You said  
15:24:51 7 [REDACTED] percentile but --

15:24:52 8 A. I don't remember the exact times.

15:24:53 9 Q. Do you remember the decisions that were made?

15:24:58 10 A. I'm not sure what you mean, "the decisions  
15:25:00 11 that were made."

15:25:01 12 Q. [REDACTED]

15:25:03 13 A. I have no idea. I know they increased. I  
15:25:05 14 know they increased over time. I don't know what the  
15:25:08 15 specific increments were.

15:25:11 16 Q. Do you know roughly how many times, let's say  
15:25:13 17 between 2005, 2009?

15:25:15 18 A. No.

15:25:16 19 Q. Do you recall if cost of living adjustments  
15:25:19 20 were part of the mix in terms of determining every --  
15:25:24 21 all employees' compensation annually?

15:25:28 22 MR. RUBIN: Objection. Foundation.

15:25:30 23 THE WITNESS: Every location basically did  
15:25:32 24 a -- did -- every location in which we operated  
15:25:39 25 determined the -- the compensation determined a

15:45:35 1 THE WITNESS: Yes.

15:45:36 2 BY MS. DERMODY:

15:45:37 3 Q. And what was the gist of that conversation or  
15:45:41 4 those conversations in this time period?

15:45:47 5 A. I don't know about this time period but the  
15:45:49 6 philosophy I think that I remember is we're not going to  
15:45:54 7 let individual people get picked off by Facebook and  
15:45:58 8 that [REDACTED]

15:46:02 9 Q. And do you recall there being some -- let me  
15:46:09 10 ask you this. Who is [REDACTED]?

15:46:12 11 A. I don't know. He's just an engineer.

15:46:16 12 Q. Okay.

15:46:17 13 A. As far as I know. I don't know him  
15:46:18 14 personally.

15:46:18 15 Q. And do you recall there being some reaction  
15:46:22 16 from at least one person, if not more, that people that  
15:46:27 17 were getting counteroffers were being treated  
15:46:29 18 differently than the people that weren't making  
15:46:31 19 themselves available to Facebook?

15:46:34 20 A. Yes, there was a reaction. I mean, I wouldn't  
15:46:39 21 say it was widespread but there were individuals that  
15:46:46 22 expressed concern about our aggressive counteroffer  
15:46:51 23 strategy.

15:46:51 24 Q. And do you recall what the thrust of the  
15:46:58 25 concern was that was being expressed about that?



15:47:03 1 A. I mean, the concern was that we would -- that  
15:47:09 2 by staying at Google and being loyal to Google, that you  
15:47:13 3 would be disadvantaged versus people that are actively  
15:47:19 4 shopping themselves around and trying to get the best  
15:47:22 5 salary and then coming back and asking for Google to  
15:47:25 6 match it.

15:47:26 7 And if that strategy plays out poorly, then  
15:47:29 8 you would be encouraging somebody to interview in other  
15:47:33 9 places in order to increase their compensation. That  
15:47:35 10 was their argument.

15:47:39 11 Q. Were there any steps that you're aware that  
15:47:43 12 Google took to counter that concern or address that  
15:47:46 13 concern?

15:47:49 14 MR. RUBIN: Objection. Foundation.

15:47:56 15 THE WITNESS: I mean, I know that, you know,  
15:47:58 16 the question was asked for me, I'm sure it was asked to  
15:48:01 17 other people to explain why this is. I feel like we  
15:48:06 18 have a responsibility to answer that question.

15:48:09 19 BY MS. DERMODY:

15:48:09 20 Q. Do you know if Google or individuals within  
15:48:12 21 Google took steps to increase the compensation of  
15:48:16 22 coworkers around an employee who received a counteroffer  
15:48:20 23 in order to address the concerns that that employee was  
15:48:23 24 being treated differently truly because they were  
15:48:25 25 disloyal enough to be solicited?

15:48:29 1 A. [REDACTED]

15:48:31 2 [REDACTED]

15:48:35 3 [REDACTED]

15:48:38 4 [REDACTED]

15:48:41 5 [REDACTED]

15:48:47 6 [REDACTED]

15:48:48 7 [REDACTED]

15:48:50 8 [REDACTED]

15:48:55 9 [REDACTED]

15:48:58 10 [REDACTED]

15:49:02 11 [REDACTED]

15:49:15 12 MS. DERMODY: Can I have 626?

15:49:35 13 MR. HARVEY: (Complies.)

15:49:35 14 BY MS. DERMODY:

15:49:36 15 Q. So I've passed you the document --

15:49:38 16 A. What perfect timing.

15:49:41 17 Q. Sometimes you get it right.

15:49:44 18 -- marked as Plaintiff's Exhibit 626

15:49:48 19 previously and this document appears to be an email from

15:49:51 20 you from October 14th, 2010 to Shona Brown.

15:49:57 21 Do you recognize this document?

15:50:00 22 A. Yes.

15:50:08 23 Can I go ahead and read it?

15:50:10 24 Q. Sure, yes.

15:51:11 25 A. (Reviews document.)

15:52:04 1 Okay. I have completed it. Thank you.

15:52:08 2 Q. Sure.

15:52:08 3 This is a series of emails that's discussing  
15:52:12 4 the counteroffer issue again; is that correct?

15:52:15 5 A. That is correct.

15:52:16 6 Q. And once again, there is some feedback from  
15:52:19 7 the field of concern that counteroffers end up rewarding  
15:52:23 8 the people that are not the loyal employees but who end  
15:52:27 9 up getting paid more through the dumb luck of being  
15:52:31 10 recruited; is that right?

15:52:34 11 MR. RUBIN: Objection. Mischaracterizes this  
15:52:35 12 document. Let it speak for itself, but if you can  
15:52:37 13 answer, Alan.

15:52:39 14 THE WITNESS: I don't think it is a dumb luck  
15:52:41 15 situation. I think as I said in the previous question  
15:52:46 16 people that are incredibly loyal and never look outside,  
15:52:49 17 you know, potentially have -- are disadvantaged. That's  
15:52:56 18 true across the board with all companies.

15:52:58 19 I mean, the people that are constantly  
15:53:01 20 shopping themselves around with other companies, happens  
15:53:04 21 to lawyers, happens in every place, there is potentially  
15:53:07 22 an advantage to them over the long term of changing from  
15:53:11 23 firm to firm and basically picking up the highest title  
15:53:14 24 or highest salary.

15:53:15 25 Over the long term, that may or may not be the

15:39:20 1 I, Mary Ann Scanlan-Stone, Certified Shorthand  
15:39:20 2 Reporter licensed in the State of California, License  
15:39:20 3 No. 8875, hereby certify that the deponent was by me  
15:39:20 4 first duly sworn and the foregoing testimony was  
15:39:20 5 reported by me and was thereafter transcribed with  
15:39:20 6 computer-aided transcription; that the foregoing is a  
15:39:20 7 full, complete, and true record of said proceedings.

15:39:20 8 I further certify that I am not of counsel or  
15:39:20 9 attorney for either of any of the parties in the  
15:39:20 10 foregoing proceeding and caption named or in any way  
15:39:20 11 interested in the outcome of the cause in said caption.

15:39:20 12 The dismantling, unsealing, or unbinding of  
15:39:20 13 the original transcript will render the reporter's  
15:39:20 14 certificates null and void.

15:39:20 15 In witness whereof, I have hereunto set my  
15:39:20 16 hand this day: March 3, 2013.

15:39:20 17 \_\_\_\_\_ Reading and Signing was requested.

15:39:20 18 \_\_\_\_\_ Reading and Signing was waived.

15:39:20 19 \_\_\_X\_\_\_ Reading and signing was not requested.

15:39:20 20

15:39:20 21

15:39:20 22

15:39:22 23

24

25

\_\_\_\_\_  
MARY ANN SCANLAN-STONE

CSR 8875, RPR, CCRR, CLR

**CORRECTIONS TO DEPOSITION TRANSCRIPT OF  
ALAN EUSTACE, DATED FEBRUARY 27, 2013**

*In re High-Tech Employee Antitrust Litigation*

*Case No. 11-CV-2509-LHK (N.D. Cal.)*

<b>Page:Line</b>	<b>Amendment</b>	<b>Reason for Amendment</b>
12:7	Replace: "I can recall" With: "I can't recall"	correction to transcript error
18:7	Replace: "and steady state" With: "and at its steady state"	correction to transcript error
18:9	Replace: "responsibilities to me" With: "responsibilities for me"	correction to transcript error
18:21	Replace: "VP -- VP of engineering but I was a VP in engineering and reported to the VP of engineering" With: "VP -- I was a VP in engineering and reported to the VP of engineering"	clarification
20:10	Replace: "needed done" With: "needed to be done"	correction to transcript error
22:6	Replace: "tell me what I thought" With: "tell him what I thought"	correction to transcript error
22:7	Replace: "merits of what other people were" With: "merits of what other people were doing"	correction to transcript error
27:12	Replace: "reported" With: "report"	correction to transcript error
27:15	Replace: "continued" With: "continues"	correction to transcript error

**Error! Document Variable not defined.**

**Error! Document Variable not defined.**

<b>Page:Line</b>	<b>Amendment</b>	<b>Reason for Amendment</b>
29:2	Replace: "it's is" With: "it is"	correction to transcript error
32:8	Replace: "with" With: "within"	correction to transcript error
37:25-38:1	Replace: "drift across different companies" With: "drift across different groups"	correction to transcript error
38:1	Replace: "companies" With: "groups"	correction to transcript error
40:22	Replace: "there have been" With: "there may have been"	correction to transcript error
64:3	Replace: "There's's" With: "There's"	correction to transcript error
66:15	Replace: "backup" With: "backend"	correction to transcript error
95:5	Replace: "Those companies" With: "Those people"	correction to transcript error
133:16	Replace: "what the correct bands would go" With: "what the correct bands would be"	correction to transcript error
139:5	Replace: "two" With: "II"	correction to transcript error
139:9	Replace: "two" With: "II"	correction to transcript error
139:14	Replace: "two"	correction to transcript error

Page:Line	Amendment	Reason for Amendment
	With: "II"	
142:6	Replace: "I'm not even near." With: "It's not very clear."	correction to transcript error
154:12	Delete: "but I think I really remember the stock grants"	correction to transcript error
167:5	Replace: "versions" With: "inversions"	correction to transcript error
178:2	Delete: "Brand"	correction to transcript error
180:3	Replace: "cache" With: "cachet"	correction to transcript error
192:7	Replace: "I changed" With: "a change"	correction to transcript error
194:9	Replace: "Crous" With: "Cos"	correction to transcript error

Subject to the above changes, I certify that the transcript is true and correct.

Signature

Date